

# **EXHIBIT EE**

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN JOSE DIVISION

E: HIGH-TECH EMPLOYEE            )  
TRUST LITIGATION                    )  
  ) No. 11-CV-2509-LHK  
DOCUMENT RELATES TO:            )  
ACTIONS.                                )  
  
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VIDEO DEPOSITION OF WILLIAM CAMPBELL

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February 5, 2013

Reported by: Anne Torreano, CSR No. 10520

1 MR. RUBIN: For current purposes, to preserve  
2 the issue, yeah.

3 BY MR. HEIMANN:

4 Q. Don't tell us what you said to the lawyers at  
5 Google or they said to you.

6 A. They asked me to be at an employee --

7 MR. MITTELSTAEDT: Can I just ask. The  
8 question, keeping in mind the privilege issue, is,  
9 "When you say 'later,' when was that?"

09:58:11 1 0 So you're asking for the date?

1 1 MR. HEIMANN: And I think he's actually  
1 2 answered that, so we're good.

1 3 MR. MITTELSTAEDT: We'll wait for the next  
1 4 one, then.

09:58:19 1 5 BY MR. HEIMANN:

1 6 Q. Did you have relationships to -- with other  
1 7 companies that were similar to the relationship you had  
1 8 with Google?

1 9 A. Yes.

09:58:28 2 0 Q. What companies would you say?

2 1 A. At that time it was Drugstore.com, Tellme,  
2 2 Good. Probably -- you know, most of them small,  
2 3 early-stage companies.

2 4 There are probably a few others, but I just --  
09:58:57 2 5 you know, those are sort of the ones that I worked on.

1 Q. All right. There was a group within Google  
2 designated the "executive management group" for some  
3 period of time; is that right?

4 A. The group, you mean that reported to Eric?

5 Q. That I'll have to ask you. I don't know.  
6 I've just seen documents that refer to the executive  
7 management group, public documents and also e-mails.

8 A. Yes, yes.

9 Q. And what was that group inside Google?

09:59:41 1 0 A. The management team that reported to Eric.

1 1 Q. And were you formally a member of that group?

1 2 A. No, not formally, not at all, no.

1 3 Q. Did that group meet on a regular basis?

1 4 A. Yes, sir, it did.

09:59:53 1 5 Q. And when was that?

1 6 A. On Mondays.

1 7 Q. Did you attend those meetings?

1 8 A. Some to many. Some to many.

1 9 Q. Depending on what?

10:00:05 2 0 A. You know, primary -- my day job was Intuit, so  
2 1 if I had a conflict, Intuit won the conflict.

2 2 Q. You were not a member of the board of  
2 3 directors of Google; is that correct?

2 4 A. That's correct.

10:00:22 2 5 Q. But did you attend meetings of the board?

1 A. I did.

2 Q. How frequently?

3 A. Probably the same answer, some to many,  
4 depending on my availability.

5 Q. How frequently did the board meet?

6 A. Quarterly.

7 Q. Did it normally meet face-to-face or by  
8 telephone?

9 A. Occasionally by telephone for some issue, but  
10:00:45 1 0 mostly just quarterly.

1 1 Q. But did the board members get together in the  
1 2 same room, for the most part, or did they do it by  
1 3 telephone?

1 4 A. For the quarterly meetings --

10:00:57 1 5 Q. Yes.

1 6 A. -- the formal, set meetings, they did it in  
1 7 person.

1 8 Q. Generally speaking, did other nonboard members  
1 9 attend those meetings?

10:01:16 2 0 A. Only members of Eric's staff.

2 1 Q. At some point did your relationship to Google  
2 2 change materially or come to an end, or is it still  
2 3 ongoing?

2 4 A. It's -- it's ongoing.

10:01:45 2 5 Q. Has it changed in any material way recently?

1           A.    When Eric left, my -- the reason I used to sit  
2   in those meetings was to coach Eric and help him with,  
3   you know, a different set of eyes. I would sit in the  
4   back of the room off to the side and observe him on  
5   what he was trying to accomplish, you know, with agenda  
6   and make -- make things better operationally.

7           So he was always interested in what my views  
8   were about how he ran that particular meeting. He's a  
9   very, very sponge-like person in terms of getting  
10:02:35 1   0   feedback.

1           When he stepped down as CEO, I didn't go there  
1   2   for a while, and then Larry Page called and asked me if  
1   3   I would help him as well. So that -- and that is to  
1   4   the current state right now.

10:02:55 1   5           Q.   All right. And when you used the term  
1   6   "meetings" in that answer, are you talking about the  
1   7   executive management?

1           A.    It was executive meetings, yes. It was the  
1   9   only time I really -- I might go over other times, you  
10:03:08 2   0   know, but sometimes you would have a meeting before or  
2   1   after. So -- but that was it.

2           I mean, I really didn't do -- I didn't spend a  
2   3   lot of time at that company other than that, but I  
2   4   really was engaged on Mondays.

10:03:25 2   5           Q.   Let me turn to Apple and your relationship

1 with Apple.

2 Do you sit on the board of directors of Apple?

3 A. I do.

4 Q. When did you first go on the board?

5 A. 1997, August.

6 Q. And you've been a member of the board

7 continuously since then; is that correct?

8 A. Yes, sir.

9 Q. Do you have any -- over that time period did

10:03:47 1 0 you have any other formal relationship with Apple

1 1 besides being on the board?

1 2 A. I was -- I was co-lead director for a long

1 3 time.

1 4 Q. And that's a term that I'm not familiar with.

10:04:00 1 5 What do -- what is that?

1 6 A. When there's no chairman or the chairman is

1 7 inside, an inside person, best practices from a

1 8 management perspective are to have lead director, lead

1 9 independent director to be more specific. So Art

10:04:24 2 0 Levinson and I took on that role of co-lead directors,

2 1 and I was that for quite some time until Steve was very

2 2 ill.

2 3 Q. And how did your function as co-lead director

2 4 differ, if at all, from other board members',

10:04:40 2 5 independent board members?

1 A. We set the agenda for meetings and  
2 communicated probably more directly with Steve about  
3 what we felt like he should cover at board meetings.  
4 More agenda setting than anything else.

5 Q. How frequently did Apple's board meet during  
6 the time that you were co-lead director?

7 A. Quarterly. Fairly standard.

8 Q. Do you know how the either practice or  
9 agreement, however you want to characterize it, with  
10:05:29 1 0 respect to not cold-calling into other companies came  
1 1 about at Google?

1 2 MR. MITTELSTAEDT: Let me object. Assumes  
1 3 facts not in evidence, calls for speculation, no  
1 4 foundation. It's also compound.

10:05:46 1 5 THE WITNESS: Should I answer that?

1 6 MR. MITTELSTAEDT: If you can.

1 7 THE WITNESS: I only know as it relates to  
1 8 Intuit.

1 9 BY MR. HEIMANN:

10:06:10 2 0 Q. When in time did such an arrangement, whether  
2 1 it's by agreement or practice or policy, first come  
2 2 into being with respect to Google and Intuit?

2 3 A. Shona Brown was there so -- Shona Brown was  
2 4 the senior VP of business operations, which included  
10:06:41 2 5 human resources, and I asked her not to cold-call



1 Intuit, and she said okay.

2 Q. And can you place that either in time or  
3 describe the circumstances surrounding that event?

4 A. I -- there were some instances of Google  
5 recruiters calling Intuit employees. I was quite  
6 embarrassed by that with my own company, that I was  
7 there in such an intimate position helping Google and  
8 Google was recruiting -- cold-calling our employees.  
9 So I asked them if they would stop doing that.

10:07:30 1 0 Q. Prior to that time, did you know of any other  
1 1 companies that had such arrangements in the Valley?

1 2 A. Yes. I mean, yes theoretically. I can't tell  
1 3 you exactly what, but I -- you know, the idea of saying  
1 4 somebody's on somebody else's board and we don't

10:07:56 1 5 recruit from that board member's companies, you know,  
1 6 I've heard that a lot, but, I mean, I can't give you  
1 7 that specifically.

1 8 But it seemed like that was a practice that  
1 9 was being honored just out of respect for the board  
10:08:14 2 0 member's time.

2 1 So that's what I did.

2 2 Q. Okay. Aside from the situation where there  
2 3 were interlocking board relationships, did you know of  
2 4 any other --

10:08:30 2 5 A. I did not, no.

1 Q. When you asked Shona Brown not to recruit or  
2 not to allow Google to recruit from Intuit, is it your  
3 understanding that that was --

4 A. That isn't what I said.

5 Q. Oh, I'm sorry.

6 A. I want to make sure you're clear and it's  
7 clear on that.

8 I asked her to not cold-call using outside  
9 recruiters to cold-call the company. And, you know,  
10:08:58 1 0 it's a different situation, very, very different. The  
1 1 cold-calling is what I was objecting to.

1 2 Q. Okay. And what is cold-calling?

1 3 A. Just, you know, having outside recruiters,  
1 4 contract recruiters or even in your own internal

10:09:11 1 5 recruiters just randomly call names that came up on  
1 6 sheets somewhere. I don't know where they would get  
1 7 their names but, you know, go down a list, you know, if  
1 8 they find a list of employees somewhere, and went A  
1 9 through Z and called everybody that was a mid-level

10:09:25 2 0 engineer and above, just to see if they would -- if  
2 1 they could entice them to come for an interview. And  
2 2 that was what I objected to.

2 3 Q. All right. Was it your understanding that  
2 4 having made that request at the -- your understanding  
10:09:38 2 5 was reciprocal, that Intuit would not do that to Google

1 if Google agreed not to do it to Intuit?

2 A. No.

3 Q. So it was your understanding that Intuit was  
4 free to do what you just described you didn't want  
5 Google doing; is that right?

6 A. The chances of -- you know, with the science  
7 factor that is so high at Google, there was literally  
8 no chance that Intuit was going to be able to take, you  
9 know -- the overlap was not -- was mostly one way.

10:10:10 1 0 In other words, we might have some people that  
1 1 interested them, but we really weren't going to be able  
1 2 to get people into our company when we had, you know,  
1 3 more traditional applications and not science stuff.

1 4 Q. I'm not understanding this.

10:10:27 1 5 If you had people within Intuit that Google  
1 6 might be interested in, why would not Google have  
1 7 people that Intuit would be interested in?

1 8 MR. MITTELSTAEDT: Object. Argumentative.

1 9 THE WITNESS: You know, the -- the -- Intuit  
10:10:43 2 0 is an old-style, traditional company that does  
2 1 programming. Some of it is -- we were pretty fast  
2 2 coming to the web, you know, using the cloud, et  
2 3 cetera, but Google is -- hires mostly computer science  
2 4 people.

10:11:14 2 5 And, you know, there might be a chance that we

1 the past, and we ask people like him all the time for  
2 ideas. We know full well that we can't touch Intuit  
3 people as targets. We also know we can't call this,"  
4 quote, "CMO," closed quote, "after the first  
5 discussion, but the initials help orient outsiders to  
6 the type of seniority we need. Please forgive?"

7 Do you see that?

8 A. I do.

9 Q. Does that indicate to you that sometime prior  
12:06:33 1 0 to this, the request had been made from you to them to  
1 1 not target Intuit people?

1 2 A. Well, we're on their list. We were on their  
1 3 list, and, you know, if you go back to some of these  
1 4 other documents that you showed me, it was always, A,  
12:06:52 1 5 no cold-calling; B, except internal or external  
1 6 references; and C, except direct solicitation.

1 7 So as long as it fit within that, you know --  
1 8 a senior guy like this is not a cold-call. So I don't  
1 9 view it -- I just think it's pretty funny that they  
12:07:15 2 0 would recruit a guy from Intuit, which was, you know, a  
2 1 violation of what they would normally do, [REDACTED]

2 2 [REDACTED]

2 3 Q. There was one aspect of your question I didn't  
2 4 follow. You said that --

12:07:30 2 5 A. I didn't ask a question.

1 Q. No, I'm sorry. Your answer, in which you  
2 said -- you said, "a senior guy like this is not a  
3 cold-call."

4 What does that mean?

5 A. I mean, you know, when you -- cold-calls are  
6 generally, you know, throughout the organization. The  
7 senior person is usually targeted by a search firm, and  
8 the search firm would go and, you know, for instance,  
9 get references from people here.

12:08:07 1 0 If you get down and look at the document that  
1 1 you said, we would accept external or external [sic]  
1 2 references that indicated that an individual was  
1 3 looking; two, of course we'll accept direct  
1 4 solicitation from a candidate.

12:08:24 1 5 So, you know, those are usually the -- those  
1 6 are fairly standard conditions on this for getting  
1 7 cold-calling. So, I mean, I don't see anything unique  
1 8 about this [REDACTED]

1 9 Q. I want to be very clear about this, or have  
12:08:49 2 0 you be very clear.

2 1 You've referred to the detailed terms, if you  
2 2 will, of the no cold-call, the three bullet points,  
2 3 really.

2 4 A. They are in documents that go way back --

12:08:59 2 5 Q. Right.

1 A. -- that are in that pile there somewhere.

2 Q. But did you know of those at the time, or is  
3 this something you're looking at now?

4 A. I'm looking at them now, and, you know, I've  
5 never seen these documents and what was written, but  
6 those are pretty standard things, you know, that  
7 somebody would say "internal or external reference."

8 But, you know, it's just different with a  
9 senior executive. If somebody was going to recruit a  
12:09:25 1 0 senior executive, you know, do they cold-call? No,  
1 1 they use a headhunter. You know, they would have a  
1 2 search firm and go through a lot more detail than just  
1 3 having a recruiter make a cold-call.

1 4 MR. MITTELSTAEDT: I'm reminded I should  
12:09:53 1 5 actually designate the transcript attorneys' eyes only.

1 6 MR. HEIMANN: Okay.

1 7 MR. MITTELSTAEDT: So I am hereby doing that.

1 8 MR. HEIMANN: All right.

1 9 THE WITNESS: [REDACTED]

12:10:01 2 0 [REDACTED]

2 1 [REDACTED]

2 2 MR. HEIMANN: That doesn't have to be on the  
2 3 record.

2 4 THE WITNESS: I'll take it out.

12:10:21 2 5 MR. HEIMANN: Let's go to Exhibit 642.



1 standard here.

2 Hardest thing was making sure that we  
3 identified the right people.

4 As you indicate -- as you saw it was indicated  
5 there, you know, for a company that size, its dilution  
6 rate on stock was -- was quite low, and there was  
7 enough room in there to go up and not attract any  
8 shareholder dissonance in any way.

9 Q. All right. Did Google consider attempting to  
02:12:41 1 0 enter into a mutual no-cold-call agreement with  
1 1 Facebook as a means of responding to the threat?

1 2 A. I'm not sure when Sheryl Sandberg left, but --  
1 3 in the dates of these, but, you know, there was always  
1 4 some concern that, you know, Sheryl, with her  
02:12:58 1 5 knowledge, took some people and then, you know, they  
1 6 would recruit some others.

1 7 So, you know, there was always -- you know,  
1 8 there was a sense that if we had a better mutual  
1 9 nonrecruiting or, you know, let's say non-cold-calling  
02:13:16 2 0 arrangement, it would be good.

2 1 Q. I'm sorry, sir. Who was the person that you  
2 2 mentioned?

2 3 A. Sheryl Sandberg left to become -- she was  
2 4 second in command in sales at Google and went and  
02:13:28 2 5 became the chief operating officer at Facebook.



1 Q. And what was the particular concern with  
2 respect to her defection?

3 A. Nothing. She just knew all the people.

4 Q. That's what I meant.

5 A. I mean, there's no other concern. She was a  
6 very good employee, and it was a wonderful promotion  
7 for her, and I think everybody was pretty happy that  
8 she had a good opportunity.

9 Q. All right. Let's take a look at Exhibit 614.

02:14:09 1 0 A. Should I keep these other e-mails out?

1 1 Q. I think you can set them aside, sir. Thanks.

1 2 A. Okay.

1 3 Q. Now, if I can interrupt you just for a moment,

1 4 I don't believe you're shown as being a party on this

02:14:29 1 5 e-mail exchange, but I'm interested in some of the

1 6 considerations and whether or not they were matters

1 7 that were discussed [REDACTED]

■ [REDACTED]

■ [REDACTED]

■ [REDACTED]

■ [REDACTED]

■ [REDACTED]

■ [REDACTED]

■ [REDACTED]

■ [REDACTED]

## REPORTER'S CERTIFICATE

I, Anne Torreano, Certified Shorthand Reporter  
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In witness whereof, I have subscribed my name  
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☐ Reading and Signing was requested.

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☒ Reading and Signing was not requested.

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ANNE M. TORREANO, CSR No. 10520